

**PLEASE CAREFULLY REVIEW THIS OBJECTION AND THE ATTACHMENTS
HERETO TO DETERMINE WHETHER THIS OBJECTION
AFFECTS YOUR CLAIM(S)**

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Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11 Case No.
MOTORS LIQUIDATION COMPANY, et al.,	: 09-50026 (REG)
f/k/a General Motors Corp., et al.	:
Debtors.	: (Jointly Administered)
-----X	

NOTICE OF DEBTORS' 153RD OMNIBUS OBJECTION TO CLAIMS
(Claims for Equity Interests)

PLEASE TAKE NOTICE that on January 25, 2011, Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (the “**Debtors**”), filed their 153rd omnibus objection to disallow certain claims¹ (the “**153rd Omnibus Objection to Claims**”), and that a hearing (the “**Hearing**”) to consider the 153rd

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the 153rd Omnibus Objection to Claims.

Omnibus Objection to Claims will be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, on **March 1, 2011 at 9:45 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard.

PARTIES RECEIVING THIS NOTICE SHOULD REVIEW THE 153RD OMNIBUS OBJECTION TO CLAIMS TO SEE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OMNIBUS OBJECTION AND/OR IN EXHIBIT "A" ANNEXED THERETO.

PLEASE TAKE FURTHER NOTICE that any responses to the 153rd Omnibus Objection to Claims must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court's filing system, and (b) by all other parties in interest, on a CD-ROM or 3.5 inch disk, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and served in accordance with General Order M-399 and on (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (ii) the Debtors, c/o Motors Liquidation Company, 401 South Old Woodward Avenue, Suite 370, Birmingham, Michigan 48009 (Attn: Thomas Morrow); (iii) General Motors LLC, 400 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.); (iv) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (v) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, D.C.

20220 (Attn: Joseph Samarias, Esq.); (vi) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (vii) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Thomas Moers Mayer, Esq., Robert Schmidt, Esq., Lauren Macksoud, Esq., and Jennifer Sharret, Esq.); (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Tracy Hope Davis, Esq.); (ix) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Natalie Kuehler, Esq.); (x) Caplin & Drysdale, Chartered, attorneys for the official committee of unsecured creditors holding asbestos-related claims, 375 Park Avenue, 35th Floor, New York, New York 10152-3500 (Attn: Elihu Inselbuch, Esq. and Rita C. Tobin, Esq.) and One Thomas Circle, N.W., Suite 1100, Washington, DC 20005 (Attn: Trevor W. Swett III, Esq. and Kevin C. Maclay, Esq.); and (xi) Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation, attorneys for Dean M. Trafelet in his capacity as the legal representative for future asbestos personal injury claimants, 2323 Bryan Street, Suite 2200, Dallas, Texas 75201 (Attn: Sander L. Esserman, Esq. and Robert T. Brousseau, Esq.), so as to be received no later than **February 22, 2011 at 4:00 p.m. (Eastern Time)** (the "**Response Deadline**").

PLEASE TAKE FURTHER NOTICE that if no responses are timely filed and served with respect to the 153rd Omnibus Objection to Claims or any claim set forth thereon, the Debtors may, on or after the Response Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the 153rd Omnibus Objection to Claims, which order may be entered with no further notice or opportunity to be heard offered to any party.

Dated: New York, New York
January 25, 2011

/s/ Joseph H. Smolinsky
Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP
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Attorneys for Debtors and
Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
In re	:
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	:
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	:
	:
-----X	

Chapter 11 Case No.
09-50026 (REG)
(Jointly Administered)

DEBTORS' 153RD OMNIBUS OBJECTION TO CLAIMS
(Claims for Equity Interests)

**THIS OBJECTION SEEKS TO DISALLOW CERTAIN FILED PROOFS OF CLAIM.
CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS ON THE
EXHIBIT ANNEXED TO THIS OBJECTION.**

TO THE HONORABLE ROBERT E. GERBER,
UNITED STATES BANKRUPTCY JUDGE:

Motors Liquidation Company (f/k/a General Motors Corporation) (“**MLC**”) and
its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), respectfully
represent:

Relief Requested

1. Prior to commencing these chapter 11 cases, the Debtors had issued hundreds of millions of shares of common equity that were held by a wide range of investors. In these chapter 11 cases, approximately 1,000 proofs of claim were filed against the Debtors that assert nothing more than the mere ownership of equity interests in the Debtors (the “**Claims for Equity Interests**”). The vast majority of the Claims for Equity Interests apparently were filed by holders of equity interests who erroneously believed that filing a proof of claim was necessary to preserve an entitlement to a potential distribution on account of their equity interests or erroneously believed that they could assert a claim for the purchase price of their equity interests. The Claims for Equity Interests are, however, objectionable because only a creditor may file a proof of claim, and an equity interest holder is not a creditor. Accordingly, the Claims for Equity Interests should be disallowed as claims and reclassified as equity interests, which will preserve for the holders of such claims any entitlement to a distribution solely on account of the ownership of equity interests.

2. The Debtors file this 153rd omnibus objection (the “**153rd Omnibus Objection to Claims**”) pursuant to section 502(b) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), seeking entry of an order disallowing the Claims for Equity Interests listed on **Exhibit “A”** annexed hereto, under the heading “*Claims to be Disallowed,*”¹ and reclassifying those Claims for Equity Interests as equity interests.

¹ Creditors can obtain copies of the cover page of any proof of claim filed against the Debtors’ bankruptcy estates on the Debtors’ claims register on the website maintained by the Debtors’ claims agent, www.motorsliquidation.com. A link to the claims register is located under the “Claims Information” tab. Creditors without access to the Internet may request a copy of the cover page of any proof of claim by mail to The Garden City Group, Inc., Motors Liquidation Company Claims Agent, P.O. Box 9386, Dublin, Ohio 43017-4286 or by calling The Garden City Group, Inc. at 1-703-286-6401.

Jurisdiction

3. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

Background

4. On June 1, 2009, four of the Debtors (the “**Initial Debtors**”)² commenced with this Court voluntary cases under chapter 11 of the Bankruptcy Code, and on October 9, 2009, two additional Debtors (the “**REALM/ENCORE Debtors**”)³ commenced with this Court voluntary cases under chapter 11 of the Bankruptcy Code, which cases are jointly administered with those of the Initial Debtors under Case Number 09-50026. On September 15, 2009, the Initial Debtors filed their schedules of assets and liabilities and statements of financial affairs, which were amended on October 4, 2009. On October 15, 2009, the REALM/ENCORE Debtors filed their schedules of assets and liabilities and statements of financial affairs.

5. On October 6, 2010, this Court entered an order approving procedures for the filing of omnibus objections to proofs of claim filed in these chapter 11 cases (the “**Procedures Order**”) (ECF No. 4180), which authorized the Debtors to file omnibus objections to claims on several grounds that are in addition to those grounds permitted under Bankruptcy Rule 3007(d).

The Relief Requested Should Be Approved by the Court

6. A filed proof of claim is “deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a). If an objection refuting at least one of the claim’s essential allegations is asserted, the claimant has the burden to demonstrate the validity of the claim. *See*

² The Initial Debtors are MLC, MLCS, LLC (f/k/a Saturn, LLC), MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation), and MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.).

³ The REALM/ENCORE Debtors are Remediation and Liability Management Company, Inc., and Environmental Corporate Remediation Company, Inc.

In re Oneida Ltd., 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009); *In re Adelphia Commc'ns Corp.*, No. 02-41729, 2007 Bankr. LEXIS 660, at *15 (Bankr. S.D.N.Y. Feb. 20, 2007); *In re Rockefeller Ctr. Props.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000).

7. Bankruptcy Rule 3007(d)(7) allows a debtor to file an omnibus objection to claims that are “are interests, rather than claims.” Fed. R. Bankr. P. 3007(d)(7). The rationale behind allowing a debtor to object to such claims is obvious. The Bankruptcy Code differentiates between a “claim” and an “equity security.” *See* 11 U.S.C. §§ 101(5), 101(16). Under the Bankruptcy Code, those who have “claims” against the Debtors are called “creditors” while those who hold “equity securities” are called “equity security holders.” *See id.* §§ 101(10), 101(17). While creditors were entitled to file proofs of claim to preserve their rights to distributions on account of their claims, equity security holders were not entitled to file proofs of claim to preserve their rights, if any, based solely on their ownership of equity interests. The filing of a proof of claim by an equity security holder for that purpose was neither necessary nor sufficient. *See McGimsey v. USA Capital Diversified Trust Deed Fund, LLC (In re USA Commercial Mortg. Co.)*, 377 B.R. 608, 615 (9th Cir. B.A.P. 2007) (“It is axiomatic that an allowed proof of claim requires something more than mere equity ownership”). While equity security holders in these chapter 11 cases were entitled, to the extent they held “claims” against the Debtors, to file a proof of claim to preserve such “claims,” which are distinct from rights arising solely from the ownership of equity interests, each of the Claims for Equity Interests assert only equity interests. As such, the Claims for Equity Interests should be disallowed and reclassified as equity interests. The reclassification of the Claims for Equity Interests to equity interests will preserve any entitlement the holders of Claims for Equity Interests have to a distribution, if any, solely on account of the ownership of equity interests.

Reservation of Rights

8. The Debtors reserve the right to object to any of the Claims for Equity Interests that are not disallowed in their entirety for any reason and to object on any basis to any of the Claims for Equity Interests that are reclassified as equity interests.

Notice

9. Notice of this 153rd Omnibus Objection to Claims has been provided in accordance with the Fifth Amended Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c) and 9007 Establishing Notice and Case Management Procedures, dated January 3, 2011 (ECF No. 8360). The Debtors submit that such notice is sufficient and no other or further notice need be provided.

10. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as is just.

Dated: New York, New York
January 25, 2011

/s/ Joseph H. Smolinsky
Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
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Attorneys for Debtors
and Debtors in Possession

CLAIMS TO BE DISALLOWED

Name and Address of Claimant	Claim #	Debtor	Claim Amount	Grounds For Objection	Objection Page Reference
PLOUFFE, DANIEL C 70 FONTANA LN GROSSE POINTE SHORES, MI 48236	45171	Motors Liquidation Company	\$162,320.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
PLYMALE, BENJAMIN W 4015 SW 185TH AVE ALOHA, OR 97007	44710	Motors Liquidation Company	\$13,350.00	Equity Interest Claim	Pgs. 1-5
POWERS, RUTH M 1136 SAXON COURT THE VILLAGES, FL 32162	69063	Motors Liquidation Company	\$1,418.92	Equity Interest Claim	Pgs. 1-5
PRATER, ROSALIE 1455 RAY RD FENTON, MI 48430	62696	Motors Liquidation Company	\$707.16	Equity Interest Claim	Pgs. 1-5
PRATHER, KERRY R 6810 ACTON ROAD INDIANAPOLIS, IN 46259	65673	Motors Liquidation Company	\$36,397.24	Equity Interest Claim	Pgs. 1-5
PRECZEWSKI, JAMES J PO BOX 952 PRUDENVILLE, MI 48651	12817	Motors Liquidation Company	\$646.00	Equity Interest Claim	Pgs. 1-5
PRIER OTTO WEIDSTRASSE NR 5 55120 MAINZ GERMANY , GERMANY	64054	Motors Liquidation Company	Unliquidated Foreign Currency	Equity Interest Claim	Pgs. 1-5
PRITZ JR, CHARLES 7715 ANDERSON AVE NE WARREN, OH 44484	8022	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
PULLICIN, RICHARD J PO BOX 126 METAMORA, MI 48455	28154	Motors Liquidation Company	\$1,290.53	Equity Interest Claim	Pgs. 1-5

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

CLAIMS TO BE DISALLOWED					
PURCELL, PHYLLIS 10390 AUDIE BROOK DR SPRING HILL, FL 34608	2512	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
RADTKE CARL O 1365 ABERCROMBIE WAY THE VILLAGES, FL 32162	65627	Motors Liquidation Company	\$13,599.00	Equity Interest Claim	Pgs. 1-5
RAGUSA, MARY H 32 INDEPENDENCE ST TARRYTOWN, NY 10591	62895	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
RAMPELT CIPRIAN JON WALTER-SCOTT-STR 4 80687 MUNCHEN GERMANY , GERMANY	28517	Motors Liquidation Company	Unliquidated Foreign Currency	Equity Interest Claim	Pgs. 1-5
RATUSZNIK, SHARON F 17627 DOLORES ST LIVONIA, MI 48152	68424	Motors Liquidation Company	\$201.60	Equity Interest Claim	Pgs. 1-5
RAY NAQUIN 1500 S ELM ST HAMMOND, LA 70403 UNITED STATES OF AMERICA	22766	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
RAY, DORIS J 4946 W 24TH ST SPEEDWAY, IN 46224	65680	Motors Liquidation Company	\$6,688.50	Equity Interest Claim	Pgs. 1-5
RAYMOND J HAARMAN RAYMOND J HAARMAN 9033 WINTON ROAD CINCINNATI, OH 45231	45796	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
REDD, EARL L 16005 TEMPLAR CIR SOUTHFIELD, MI 48075	65683	Motors Liquidation Company	\$65,514.55	Equity Interest Claim	Pgs. 1-5
REDMOND, ELIZABETH 1238 PARADISE WAY VENICE, FL 34285	2584	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED					
REED, LINDA D 6417 E CALLE DEL NORTE ANAHEIM, CA 92807	69760	Motors Liquidation Company	\$1,500.00	Equity Interest Claim	Pgs. 1-5
REESE, WILLIE L C/O OLIVETTE REESE 1730 YARDLEY CIR DAYTON, OH 45459	1936	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
REGINA BERTRAM ZIEGELEIWEG 39 D-40591 DÜSSELDORF GERMANY , GERMANY	61106	Motors Liquidation Company	\$17,876.86	Equity Interest Claim	Pgs. 1-5
REINBOLD, JAMES H 641 W SCHLEIER ST APT D2 FRANKENMUTH, MI 48734	15505	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
REMATE DOERR ALTIGWEG 30 D-79650 SCHOPFHEIM GERMANY , GERMANY	61870	Motors Liquidation Company	Unliquidated Foreign Currency	Equity Interest Claim	Pgs. 1-5
RENATE MCGOWAN AM FLEITGRABEN 30 29336 NIENHAGEN GERMANY , GERMANY	30958	Motors Liquidation Company	Unliquidated Foreign Currency	Equity Interest Claim	Pgs. 1-5
REYNOLDS, LUCY JEAN PO BOX 924 MUNFORDVILLE, KY 42765	2990	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
RICH, WILLIAM C 506 E GENEVA DR DEWITT, MI 48820	51103	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
RICHARD A SOMMESE 415 HILLSIDE AVE NUTLEY, NJ 07110	68287	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
RICHARD BEANY 3855 EDINBURGH DR YOUNGSTOWN, OH 44511	18222	Motors Liquidation Company	\$300,000.00	Equity Interest Claim	Pgs. 1-5

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

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CLAIMS TO BE DISALLOWED					
RICHARD BINDAS 720 S SCHENLEY AVE YOUNGSTOWN, OH 44509	2570	Motors Liquidation Company	\$3,205.74	Equity Interest Claim	Pgs. 1-5
RICHARD GRAHAM WBNA CUSTODIAN ROTH IRA 2563 SW RIVER KNOLL DR LILBURN, GA 30047	4101	Motors Liquidation Company	\$4,476.69	Equity Interest Claim	Pgs. 1-5
RICHARD HORNBERGER JEAN HORNBERGER DENNIS M HORNBERGER PO BOX 251 BROWNSTOWN, PA 17508	12319	Motors Liquidation Company	\$7,560.00	Equity Interest Claim	Pgs. 1-5
RICHARD HUGHES 4716 MAC DR ANDERSON, IN 46013	1854	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
RICHARD L COBB 1145 HALLMARK DR SHREVEPORT, LA 71118	70476	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
RICHARD OWENS 980 WILMINGTON AVE APT 923 DAYTON, OH 45420	1801	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
RICHARDSON, CLAYTON E 11450 W PLEASANT VALLEY RD BLANCHARD, MI 49310	19030	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
RICHARDSON, ZELMA L 3032 MARVIN DR ADRIAN, MI 49221	4847	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
RICHTER, RICHARD J & R J RICHTER 19858 FALLEN LEAF DR PIONEER, CA 95666	45070	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
RICKEY HUBBLE 6683 N 200 E ALEXANDRIA, IN 46001	62240	Motors Liquidation Company	\$89,982.56	Equity Interest Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED

RINALDO DOSUALDO IM WINKEL 27 D-49191 BELM GERMANY GERMANY	68362	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
RITA M ORECCHIO CAROL A BIRGFELD AND WILLIAM M ORECCHIO AS POA 149 W END AVE SOMERVILLE, NJ 08876	69515	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
RIZZI, RAMON R 42156 BRIANNA DR CLINTON TOWNSHIP, MI 48038	2062	Motors Liquidation Company	\$10,200.00	Equity Interest Claim	Pgs. 1-5
ROBERT BRYDSON 1360 Beaver Way La Verne, CA 91750 UNITED STATES OF AMERICA	44668	Motors Liquidation Company	\$90,000.00	Equity Interest Claim	Pgs. 1-5
ROBERT C GERHARD & JANE D GERHARD JT TEN 331 WINDING WAY GLENSIDE, PA 19038	29508	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
ROBERT D COLE JR 7 SAGAMORE DR ANDOVER, MA 01810	16997	Motors Liquidation Company	\$32,055.00	Equity Interest Claim	Pgs. 1-5
ROBERT DENNIS 4760 LEE HILL RD MAYVILLE, MI 48744	3866	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
ROBERT E LAGROUE 1951 CREIGHTON RD PENSACOLA, FL 32504	20235	Motors Liquidation Company	\$142.92	Equity Interest Claim	Pgs. 1-5
ROBERT H MILLSAPS 114 WEST LEGACY DR BRANDON, MS 39042	735	Motors Liquidation Company	\$389,619.05	Equity Interest Claim	Pgs. 1-5
ROBERT J ROYER 662 TREASURE CIRCLE WEBSTER, NY 14580	3554	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5

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ROBERT L EATON & ELSIE B EATON JT TEN 519 HEMLOCK DRIVE WOODSTOCK, GA 30188	45260	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
ROBERT L ROHR AND JOAN T ROHN JT TEN 3215 OAKMONT AVE KETTERING, OH 45429	16858	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
ROBERT M. BELL, TRUST 1001 CITY AVE EE 920 WYNNEWOOD, PA 19096 UNITED STATES OF AMERICA	20149	Motors Liquidation Company	\$14,769.79	Equity Interest Claim	Pgs. 1-5
ROBERT MILLSAPS 114 WEST LEGACY DRIVE BRANDON, MS 39042	69628	Motors Liquidation Company	\$389,619.05	Equity Interest Claim	Pgs. 1-5
ROBERT ROYER 662 TREASURE CIR WEBSTER, NY 14580	3553	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
ROBERT VAN TONGERLOO 64245 TIPPERARY DR WASHINGTON, MI 48095	5745	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
ROBERT WATZLAWICK AM GAISSBERG 3 85309 POERNBACH GERMANY , GERMANY	23301	Motors Liquidation Company	Unliquidated Foreign Currency	Equity Interest Claim	Pgs. 1-5
ROBINSON, RUBY L 2615 N WATERFORD DR FLORISSANT, MO 63033	3558	Motors Liquidation Company	\$1,783.53 Unliquidated	Equity Interest Claim	Pgs. 1-5
RODDEY, JAMES A 1828 RUSSELL AVE CHARLOTTE, NC 28216	7386	Motors Liquidation Company	\$36.55	Equity Interest Claim	Pgs. 1-5
ROGER & BARBARA GETTS 620 SOUTH KEYSER AVE TAYLOR, PA 18517	7529	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED					
ROGER LAMPMAN 140 LOOKOUT POINT ROAD COMFORT, TX 78013	9561	Motors Liquidation Company	\$375.00	Equity Interest Claim	Pgs. 1-5
ROGER WENDLING WALDWEG 12 97490 POPPENHAUSEN GERMANY , GERMANY	62025	Motors Liquidation Company	\$1,460.00	Equity Interest Claim	Pgs. 1-5
ROGERS JR, RALPH 501 W LINCOLN WAY LISBON, OH 44432	15541	Motors Liquidation Company	\$1,600.00	Equity Interest Claim	Pgs. 1-5
ROHR, ROBERT L 3215 OAKMONT AVE KETTERING, OH 45429	16857	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
ROLAND SCHMIDT AM KAVALLERIESAND 371 64295 DARMSTADT, GERMANY , GERMANY	24264	Motors Liquidation Company	Unliquidated Foreign Currency	Equity Interest Claim	Pgs. 1-5
RONALD A BRANDT 732 VOLTERRA BLVD KISSIMMEE, FL 34759	15814	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
RONALD A SCHMIDT 2271 PALO DURO BLVD NORTH FORT MYERS, FL 33917 UNITED STATES OF AMERICA	6489	Motors Liquidation Company	\$7,313.50	Equity Interest Claim	Pgs. 1-5
RONALD C TANCIAR 220 RIDGE RUN CROSSING ATHENS, GA 30605	49590	Motors Liquidation Company	\$300,000.00	Equity Interest Claim	Pgs. 1-5
RONALD CARVER IRA 1033 S COOPER ST KOKOMO, IN 46902	65234	Motors Liquidation Company	\$39.04	Equity Interest Claim	Pgs. 1-5
RONALD D TATE 20 GREEN HILLS CT GREENTOWN, IN 46936	10287	Motors Liquidation Company	\$23.38	Equity Interest Claim	Pgs. 1-5

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

CLAIMS TO BE DISALLOWED					
ROSEMARY J. MILCHUCK AND CHARLENE H. MINOR JTWROS 29843 NORMA DR WARREN, MI 48093	28449	Motors Liquidation Company	\$4,533.26	Equity Interest Claim	Pgs. 1-5
ROSEMARY M SCHACHT 1316 STONEWOOD CIRCLE WEST BEND, WI 53095	12878	Motors Liquidation Company	\$19,564.47	Equity Interest Claim	Pgs. 1-5
ROSWITHA KLEMM CHARLES SCHWAB & CO INC CUST IRA CONTRIBUTORY 505 ROTH CT SAINT PETERS, MO 63304	44641	Motors Liquidation Company	\$5,745.00	Equity Interest Claim	Pgs. 1-5
ROTHER, GARY L 818 SNOWMASS DR ROCHESTER HLS, MI 48309	2036	Motors Liquidation Company	\$16,900.00	Equity Interest Claim	Pgs. 1-5
ROUNKE, MARY LOUISE 35950 LARCHWOOD ST CLINTON TOWNSHIP, MI 48035	9651	Motors Liquidation Company	\$429.81	Equity Interest Claim	Pgs. 1-5
ROY BOYER 4132 ROCK HILL LOOP APOPKA, FL 32712	8751	Motors Liquidation Company	\$3,611.28	Equity Interest Claim	Pgs. 1-5
ROY SMOTHERMAN 2150 SEYMOUR LAKE RD ORTONVILLE, MI 48462	3775	Motors Liquidation Company	\$94,397.70	Equity Interest Claim	Pgs. 1-5
RUDOLF DITTRICH DIESTELWEG 30 28816 STUHR GERMANY , GERMANY	30953	Motors Liquidation Company	Unliquidated Foreign Currency	Equity Interest Claim	Pgs. 1-5
RUMMEL, GEORGE C 30 SHARON DR RICHBORO, PA 18954	5725	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
RUTH KELLER & RONALD KELLER TTEES KELLER REV LIV TRUST 12729 CHANDELLE CT NE ALBUQUERQUE, NM 87112	30734	Motors Liquidation Company	\$22,650.00	Equity Interest Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED					
RUTH MEYER 3000 OCEAN PARKWAY APT 16S BROOKLYN, NY 11235	68969	Motors Liquidation Company	\$3,300.00	Equity Interest Claim	Pgs. 1-5
RUTH S KRAWITZ 7900 ELKINS PARK HOUSE APT 507A ELKINS PARK, PA 19027	29290	Motors Liquidation Company	\$33,541.50	Equity Interest Claim	Pgs. 1-5
RUTH WEBB 3530 COTTAGE MEADOW WAY LAUGHLIN, NV 89029	27304	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
RUTTER, RHODA L 1105 JACKSON ST LINDSAY, OK 73052	26515	Motors Liquidation Company	\$12,349.40	Equity Interest Claim	Pgs. 1-5
RYSTED, BETTY J 4608 NW 32ND PL OKLAHOMA CITY, OK 73122	12852	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
SAFF, ROBERT E 2621 COUNTRYSIDE DR LEBANON, IN 46052	68288	Motors Liquidation Company	\$1,243.46	Equity Interest Claim	Pgs. 1-5
SAHINKAYA SIDKI KÄTHE-DORSCH-RING 20 12353 BERLIN GERMANY , GERMANY	28697	Motors Liquidation Company	Unliquidated Foreign Currency	Equity Interest Claim	Pgs. 1-5
SALVATERRA, MARYLOU 5285 NW HWY 225A OCALA, FL 34482	7751	Motors Liquidation Company	\$12,633.03	Equity Interest Claim	Pgs. 1-5
SANDIFER, YOLONDA J 234 BROOKVIEW PL WOODSTOCK, GA 30188	28055	Motors Liquidation Company	\$20,000.00	Equity Interest Claim	Pgs. 1-5
SANDIFER, YOLONDA JOINER 234 BROOKVIEW PL WOODSTOCK, GA 30188	28056	Motors Liquidation Company	\$20,000.00	Equity Interest Claim	Pgs. 1-5

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(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

CLAIMS TO BE DISALLOWED					
SANDRA A RICCA 604 NORTH SCOTT SANTA MARIA, CA 93454	23360	Motors Liquidation Company	\$25,120.92	Equity Interest Claim	Pgs. 1-5
SANDRA M HENSON 1351 AARONS RUN CIRCLE SALEM, VA 24153	63100	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
SARA BAITY APT 112 60 HENDRIX ROAD W HENRIETTA, NY 14586	31527	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
SCHMITT, GERARD F 200 ALPINE DR ROCHESTER, NY 14618	19578	Motors Liquidation Company	\$388.50	Equity Interest Claim	Pgs. 1-5
SCHONDIENST, ALOIS FAULENBACH STR 5 D 78573 WURMLINGEN GERMANY , GERMANY	62255	Motors Liquidation Company	\$1,133.00	Equity Interest Claim	Pgs. 1-5
SCHONWIESE HELMUT AM NIBELUNGENBAD 106 XANTEN 46509 GERMANY , GERMANY	27033	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
SCHREITER, STEPHEN F 104 BROOKDALE DR S MILWAUKEE, WI 53172	65064	Motors Liquidation Company	\$2,800.00	Equity Interest Claim	Pgs. 1-5
SCOTT A RAPPOPORT FBO SIENE RAPPOPORT ED SUNGO ACCT CHARLES SCHWAB 1ST CO CUST 8861 CAMINITO SUENO LA JOLLA, CA 92037	67848	Motors Liquidation Company	\$683.95	Equity Interest Claim	Pgs. 1-5
SCOTT BARR 8059 MCCANN ST SWARTZ CREEK, MI 48473	46116	Motors Liquidation Company	\$60,225.38	Equity Interest Claim	Pgs. 1-5
SEAGRAVE-SMITH, GENEVIEVE 1740 IRONWOOD PL TEMPLETON, CA 93465	5116	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

CLAIMS TO BE DISALLOWED

SEARS, DAVID V	28962	Motors	\$2,000.00	Equity Interest Claim	Pgs. 1-5
460 BROAD LEAF CT		Liquidation			
CHAPEL HILL, NC 27517		Company			

100

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11 Case No.
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	: 09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	: (Jointly Administered)
	:
-----X	

ORDER GRANTING DEBTORS' 153RD OMNIBUS OBJECTION TO CLAIMS
(Claims for Equity Interests)

Upon the 153rd omnibus objection, dated January 25, 2011 (the “**153rd Omnibus Objection to Claims**”), of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), pursuant to section 502(b) of title 11, United States Code (the “**Bankruptcy Code**”), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), seeking entry of an order disallowing the Claims for Equity Interests,¹ and reclassifying those Claims for Equity Interests as equity interests, all as more fully described in the 153rd Omnibus Objection to Claims; and due and proper notice of the 153rd Omnibus Objection to Claims having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the 153rd Omnibus Objection to Claims is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the 153rd Omnibus Objection to Claims.

153rd Omnibus Objection to Claims establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the relief requested in the 153rd Omnibus Objection to Claims is granted to the extent provided herein; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, the claims listed on **Exhibit “A”** (the “**Order Exhibit**”) annexed hereto under the heading “*Claims to be Disallowed*” are disallowed and reclassified as equity interests; and it is further

ORDERED that this Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of, and all rights to object on any basis are expressly reserved with respect to, any claims listed on Exhibit “A” annexed to the 153rd Omnibus Objection to Claims under the heading “*Claims to be Disallowed*” that are not disallowed pursuant to this Order, and any of the Claims for Equity Interests that are reclassified as equity interests; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
_____, 2011

United States Bankruptcy Judge